

Schedule A  
Assets

The Assets include (without limitation) the following:

1. Assumed Contracts listed on Schedule 4.5;
2. Equipment and Machinery, including all automobiles, trucks, tractors, trailers and rolling stock, including the inventory set forth on Schedule 4.7;
3. all Inventory, including Inventory identified on Schedule 4.8;
4. all Receivables, notes and other debt due to the Seller Group other than Items 1, 9 and 10 set forth on Schedule B;
5. the advance payments or progress payments toward products that have not been shipped or invoiced as set forth in Schedule 4.10;
6. all Intellectual Property Assets, including those identified on Schedule 4.11, and all of the goodwill associated therewith, and rights to protection of interests therein under the laws of all jurisdictions;
7. leasehold interests in the Leased Real Property identified on Schedule 4.13;
8. Real Property Permits listed on Schedule 4.14;
9. Permits and Consents identified on Schedule 4.16;
10. claims, deposits, prepayments, refunds, causes of action, choses in action, rights of recovery, rights of set-off, and rights of recoupment (including any such item relating to the payment of Taxes), excluding the Actions referenced on Schedule B as Excluded Assets;
11. telephone numbers, telecopy numbers and telephone systems;
12. goodwill or intangible assets used by the Seller Group in the Business;
13. all rights in and to Products sold or leased (including products returned after the Closing and rights of rescission, replevin and reclamation) in the operation of the Business arising out of or primarily relating to the Business, any Asset or Assumed Liability; and
14. books, records, ledgers, files, documents, correspondence, lists, plats, architectural plans, drawings, and specifications, creative materials, advertising and promotional materials, studies, reports, and other printed or written materials.

All Schedules include the supplement required thereto pursuant to Section 3.6.12 of the Agreement.

Schedule B  
Excluded Assets

The Excluded Assets consist of:

1. any intercompany accounts receivable from Seller Group or their Affiliates as of the Closing Date (including the account receivable due to the Belgian Seller from RTI in the amount of EUR 21552.95);
2. all rights of Seller Group and their Affiliates under this Agreement, the Ancillary Agreements and any other documents, instruments or certificates executed in connection with this Agreement and the transactions contemplated hereby;
3. cash (whether or not deposited in a financial institution);
4. any interest bearing securities held by the Seller Group or the Business;
5. the corporate charters, minutes and stock record books and corporate seals of each the US Sellers and the Belgian Seller;
6. any confidentiality or other agreements relating to the potential sale of the Business;
7. any capital stock of or any equity interest in any Person;
8. all rights, claims and credits to the extent arising out of or primarily relating to any Excluded Asset or any Excluded Liability, including claims in bankruptcy (including without limitation, the Bankruptcy Case), and any such items arising under guarantees, warranties, offsets, indemnities and all other intangible property rights or claims and similar rights in favor of any entities in the Seller Group or any of its Affiliates arising out of or primarily relating to any Excluded Asset or any Excluded Liability;
9. the account receivable due to the Belgian Seller from Vestas Perols in the amount of EU \$3,733.94 which is 120 days past due;
10. all notes receivable to any member of the Seller Group with respect to loans to employees and shareholders/equity holders;
11. 2010 Dodge and 2011 Mustang including any related depreciations on such vehicles;
12. retainer funds on deposit with all legal counsel to the Seller Group and Seller Shareholders;
13. [intentionally omitted]; and
14. any Actions (including counterclaims) relating in any way to the litigation and/or judgments set forth on Schedule 4.21. Without limiting the generality of the foregoing, any Actions (including counterclaims) against HyTorc, Jetyd, Jet D, Dynamic Tools Inc. and any of their affiliates, shall be deemed "Excluded Asseets."

Schedule C

Net Asset Value

Net assets of the Business are defined as the sum of Receivables<sup>1</sup>, Inventory<sup>2</sup> and Fixed Assets<sup>3</sup> minus the Accounts Payable<sup>4</sup> with a fixed exchange rate of EUR/USD 1.3.

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<sup>1</sup> Net of any bad debt or other similar reserve, and excluding all Receivables from Affiliates.

<sup>2</sup> Net of any reserve for obsolescence calculated using the method set forth on Schedule D.

<sup>3</sup> Net of depreciation.

<sup>4</sup> Excluding payables to Affiliates.

Schedule D  
Current Balance Sheet

Current Balance Sheet (August 31, 2012)

|                        |                      |
|------------------------|----------------------|
| RECEIVABLES            | \$1,565,632          |
| INVENTORY              | \$1,980,541          |
| FIXED ASSETS           | \$2,209,187          |
| ACCOUNTS PAYABLE       | <u>(\$1,739,025)</u> |
| TARGET NET ASSET VALUE | <b>\$4,016,335*</b>  |

\* The Parties have agreed to round the Target Net Asset Value to \$4,000,000 as set forth in the Agreement.

Schedule E  
Key Suppliers

1. Trio Tech Inc., 6490 Van Deemter Court, Mississauga, ON, L5T 1S1 , Canada
2. The EF Precision Group, 2301 Computer Avenue, Willow Grove, PA 19090
3. Nazareth Machine Works, Inc., 1148 Mount Bethel Hwy, Mount Bethel. PA
4. Triad Tool, 9 Commerce ST, Branchburg , NJ 08876

Schedule F  
Assumed Liabilities

Those trade payables of the Business set forth on Attachment F-1 (with respect to RTI) and Attachment F-2 (with respect to the Belgian Seller) to the extent the Liabilities associated with such trade payables are included in the calculation of the Closing Date Net Asset Value.

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02/28/13

Attachment F-1  
Rapid-Torc Inc.  
Vendor Balance Summary

|   | <u>Feb 27, 13</u>   | Bankruptcy        | Current AP          |
|---|---------------------|-------------------|---------------------|
| Absolute Color                            | 75.78               | -                 | 75.78               |
| Accountemps                               | 942.30              | -                 | 942.30              |
| Advantage Office Products                 | 911.15              | 911.15            | -                   |
| Alllife Inc                               | 4,528.18            | 4,528.18          | -                   |
| AmeriGas                                  | 36.00               | -                 | 36.00               |
| AMR                                       | 9,429.00            | 5,739.00          | 3,690.00            |
| Avilex Landscaping                        | 180.00              | 180.00            | -                   |
| B & B Warehouse                           | 855.62              | -                 | 855.62              |
| Bass & Melneke Automotive Svc             | 136.90              | 136.90            | -                   |
| Borneo                                    | -887.35             | 46,807.27         | (47,694.62) Prepaid |
| Burleson Cooke LLP                        | 7,383.84            | 7,383.84          | -                   |
| Canada                                    | 152,616.22          | -                 | 152,616.22          |
| CINTAS CORPORATION                        | 444.05              | 405.64            | 38.41               |
| City of Pasadena, Water Department        | 115.94              | -                 | 115.94              |
| Coface North America Insurance Company    | 250.00              | -                 | 250.00              |
| Corpomax                                  | 505.00              | -                 | 505.00              |
| CPI Office Products                       | 872.55              | 429.45            | 443.10              |
| CRP Industries Inc.                       | 13,240.00           | 1,451.00          | 11,789.00           |
| FedEx                                     | 20.00               | -                 | 20.00               |
| Granger                                   | 2,132.10            | 2,132.10          | -                   |
| Hatfield & Co., Inc                       | 1,871.94            | 1,871.94          | -                   |
| Hire Torque Ltd.                          | 463.01              | -                 | 463.01              |
| Houston Area Safety Council               | 200.00              | 200.00            | -                   |
| Humana                                    | 7,053.12            | -                 | 7,053.12            |
| Integra Services Technologies, Inc.       | 69,070.45           | 64,730.00         | 4,340.45            |
| Iron Mountain                             | 594.65              | 443.07            | 151.58              |
| J. Joseph Consulting, Inc.                | 8,605.00            | 8,605.00          | -                   |
| Jonas Hydraulic Service                   | 1,768.00            | -                 | 1,768.00            |
| Logix Communications                      | 825.32              | -                 | 825.32              |
| Nairobi                                   | 480,780.00          | 480,780.00        | -                   |
| Norwoil Tool Works                        | 780.00              | 510.00            | 270.00              |
| Nur Electrical Services, Inc.             | 245.73              | 245.73            | -                   |
| Occupational Health Centers of the Southw | 53.50               | 53.50             | -                   |
| Orkin Inc.                                | 69.28               | -                 | 69.28               |
| Pitney Bowes Purchase Power               | 100.00              | 100.00            | -                   |
| Piano Molding Company                     | 6,891.44            | -                 | 6,891.44            |
| Practical Perspectives                    | 5,700.00            | 5,700.00          | -                   |
| Progressive Hydraulics, Inc               | 6,454.16            | 6,454.16          | -                   |
| Rapid Torc SA                             | 13,588.37           | -                 | 13,588.37           |
| Safety-Kleen                              | 679.41              | 510.54            | 168.87              |
| Santa Fe                                  | 175,023.54          | 175,023.54        | -                   |
| SPX Hydraulic Technologies                | 27,246.88           | 27,246.88         | -                   |
| Staff Unlimited, LLC                      | 1,986.58            | -                 | 1,986.58            |
| Suzy's Express, Inc.                      | 190.00              | 190.00            | -                   |
| Technology & Calibration, Inc.            | 83.68               | 83.68             | -                   |
| Time Payment Corp.                        | 76.66               | -                 | 76.66               |
| Torque Tools                              | 150.41              | -                 | 150.41              |
| Tuff Bull Janitor Services Inc            | 1,071.68            | 535.84            | 535.84              |
| UPS - Domestic & International Package Se | 16,010.18           | -                 | 16,010.18           |
| UPS Supply Chain Solutions, Inc.          | 3,110.94            | -                 | 3,110.94            |
| Verizon Wireless                          | 2,820.18            | -                 | 2,820.18            |
| Waste Management                          | 196.84              | -                 | 196.84              |
| <b>TOTAL</b>                              | <u>1,027,548.21</u> | <u>843,388.41</u> | <u>184,159.80</u>   |

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Schedule 4.3  
Financial Statements

The balance sheet and statements of cash flows and income for the 12 months ended on December 31, 2012 of RTI are attached hereto as Attachment 4.3.1.

The balance sheet and statement of income for the 12 months ended on December 31, 2012 of the Belgian Seller are attached hereto as Attachment 4.3.2.



9:20 AM  
03/01/13  
Accrual Basis

Attachment 4.3.1  
**Rapld-Torc Inc.**  
**Balance Sheet**  
As of December 31, 2012

|  | Dec 31, 12          |
|--|---------------------|
| <b>ASSETS</b>                          |                     |
| <b>Current Assets</b>                  |                     |
| Checking/Savings                       |                     |
| Cash                                   |                     |
| BOA #5176                              | 87,614.81           |
| Cash - Other                           | 12.35               |
| Comerica - 4532                        | 52.04               |
| Comerica Bank #6596                    | 38,942.36           |
| <b>Total Cash</b>                      | <b>126,621.56</b>   |
| <b>Total Checking/Savings</b>          | <b>126,621.56</b>   |
| Accounts Receivable                    |                     |
| Accounts Receivable                    | 560,448.35          |
| <b>Total Accounts Receivable</b>       | <b>560,448.35</b>   |
| <b>Other Current Assets</b>            |                     |
| Employee Loans                         | 9,441.00            |
| I/C - RT/ISO                           | 327,939.85          |
| I/C - RTSA                             | 406,433.08          |
| Inventory Asset                        | 1,707,233.81        |
| Loan to Shareholder                    | 103,858.74          |
| <b>Total Other Current Assets</b>      | <b>2,554,906.48</b> |
| <b>Total Current Assets</b>            | <b>3,241,978.39</b> |
| <b>Fixed Assets</b>                    |                     |
| Accumulated Depreciation               | -655,770.00         |
| Computer Equipment                     | 42,784.30           |
| Equipment                              |                     |
| Induction Machine                      | 306,796.10          |
| Inductor                               | 88,836.00           |
| Equipment - Other                      | 837,039.88          |
| <b>Total Equipment</b>                 | <b>1,232,671.98</b> |
| Furniture and Fixtures                 | 41,306.37           |
| Machinery & Equipment                  |                     |
| AIP Dakota                             | 9,991.48            |
| AKO Torque Gun                         | 22,735.82           |
| ATP Impact Wrenches                    | 17,408.00           |
| Sockets                                | 25,119.86           |
| Machinery & Equipment - Other          | 51,840.01           |
| <b>Total Machinery &amp; Equipment</b> | <b>127,093.17</b>   |
| <b>Vehicles</b>                        |                     |
| 2010 Dodge                             | 45,995.39           |
| 2011 Mustang                           | 57,501.81           |
| F150 - Truck #10                       | 46,521.77           |
| F150 - Truck #11                       | 46,072.70           |
| F150 - Truck #14                       | 25,921.68           |
| F250 - Truck #12                       | 36,262.78           |
| F250 - Truck #13                       | 53,429.93           |
| Forklift                               | 10,496.64           |
| Trailer                                |                     |
| Trailer #2                             | 5,874.16            |
| Trailer #4                             | 10,947.63           |
| <b>Total Trailer</b>                   | <b>16,821.79</b>    |
| <b>Total Vehicles</b>                  | <b>339,024.49</b>   |
| <b>Total Fixed Assets</b>              | <b>1,127,110.31</b> |
| <b>Other Assets</b>                    |                     |
| Accum. Amort                           | -134.00             |
| Auto Warranty                          | 575.00              |
| Deposit Attorney                       | 20,000.00           |
| Deposit on Building                    | 8,000.00            |
| <b>Total Other Assets</b>              | <b>28,441.00</b>    |
| <b>TOTAL ASSETS</b>                    | <b>4,397,527.70</b> |

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Accrual Basis

**Rapid-Torc Inc.**  
**Balance Sheet**  
As of December 31, 2012

|  | Dec 31, 12          |
|--|---------------------|
| <b>LIABILITIES &amp; EQUITY</b>        |                     |
| <b>Liabilities</b>                     |                     |
| <b>Current Liabilities</b>             |                     |
| Accounts Payable                       |                     |
| Accounts Payable                       | 1,259,441.87        |
| Accounts Payable - EUR                 | 55,024.01           |
| <b>Total Accounts Payable</b>          | <b>1,314,465.88</b> |
| <b>Credit Cards</b>                    |                     |
| Credit Cards                           |                     |
| AMEX                                   | 46,943.51           |
| BOA V # 3027                           | 49,813.52           |
| BOA V# 7472                            | 50,035.77           |
| Comerica CC - 8577 (#8585)             | 4,694.77            |
| <b>Total Credit Cards</b>              | <b>151,287.57</b>   |
| <b>Total Credit Cards</b>              | <b>151,287.57</b>   |
| <b>Other Current Liabilities</b>       |                     |
| Customer Pre-Payment                   | 24,528.51           |
| Inventory Offset Account               | -87,872.05          |
| Sales Tax Payable                      | 20,437.82           |
| <b>Total Other Current Liabilities</b> | <b>-42,905.72</b>   |
| <b>Total Current Liabilities</b>       | <b>1,422,847.73</b> |
| <b>Long Term Liabilities</b>           |                     |
| Due to Rapid-Torc SA                   | 100,830.00          |
| Ford Motor Credit                      |                     |
| N/P Ford Motor - F150                  | 15,254.75           |
| N/P Ford Motor - F250                  | 22,773.06           |
| N/P Ford Motor - Mustang               | 33,954.64           |
| <b>Total Ford Motor Credit</b>         | <b>71,982.45</b>    |
| N/P - Dy Tool                          | 2,182,583.55        |
| N/P Ally Auto - 2010 Dodge             | 13,828.88           |
| N/P Comerica Bank                      | 69,492.00           |
| Ohmsted Rent Own Credit                | 274,837.78          |
| Wells Fargo Finance                    |                     |
| N/P Wells Fargo-2010 Ford-2            | 14,039.83           |
| N/P Wells Fargo - Forklift             | 4,191.24            |
| N/P Wells Fargo - Trailer & Eq         | 50,222.14           |
| <b>Total Wells Fargo Finance</b>       | <b>68,453.21</b>    |
| <b>Total Long Term Liabilities</b>     | <b>2,782,007.87</b> |
| <b>Total Liabilities</b>               | <b>4,204,855.60</b> |
| <b>Equity</b>                          |                     |
| Capital Stock                          |                     |
| Common Stock                           | 10,000.00           |
| <b>Total Capital Stock</b>             | <b>10,000.00</b>    |
| Retained Earnings                      | -314,540.84         |
| Net Income                             | 497,212.74          |
| <b>Total Equity</b>                    | <b>192,672.10</b>   |
| <b>TOTAL LIABILITIES &amp; EQUITY</b>  | <b>4,397,527.70</b> |

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**Rapid-Torc Inc.**  
**Statement of Cash Flows**  
January through December 2012

|   | <u>Jan - Dec 12</u> |
|---|---------------------|
| <b>OPERATING ACTIVITIES</b>   |                     |
| Net Income  | 497,212.74          |
| Adjustments to reconcile Net Income to net cash provided by operations: |                     |
| Depreciation Expense  | 193,812.00          |
| Accounts Receivable   | -124,897.35         |
| Employee Loans  | -4,331.00           |
| I/C - RT/30   | 62,399.00           |
| I/C - RTSA  | -408,433.08         |
| Inventory Asset   | -819,225.41         |
| Loan to Shareholder   | -53,553.71          |
| Accounts Payable  | 788,360.05          |
| Accounts Payable - EUR  | 55,024.01           |
| Credit Cards: AMEX  | 42,351.57           |
| Credit Cards: BOA V# 7472   | 20,784.22           |
| Credit Cards: Comerica CC - 8226 (#0859)                                | -1,238.73           |
| Credit Cards: Comerica CC - 8577 (#8585)                                | 711.50              |
| Credit Cards: BOA V # 3027  | 48,613.52           |
| Sales Tax Payable   | 19,998.58           |
| Inventory Offset Account  | -87,872.05          |
| <b>Net cash provided by Operating Activities</b>                        | <b>232,715.86</b>   |
| <b>INVESTING ACTIVITIES</b>   |                     |
| Accumulated Depreciation  | -13,089.00          |
| Computer Equipment  | -16,183.26          |
| Equipment   | -24,387.52          |
| Furniture and Fixtures  | -2,320.88           |
| Machinery & Equipment   | -2,345.82           |
| Vehicles: Trailer: Trailer #1   | 6,182.26            |
| Vehicles: Trailer: Trailer #3   | 10,975.26           |
| Pre-Paid Expenses   | 653.19              |
| Deposit Attorney  | -20,000.00          |
| <b>Net cash provided by Investing Activities</b>                        | <b>-80,515.77</b>   |
| <b>FINANCING ACTIVITIES</b>   |                     |
| Customer Pre-Payment  | -132,342.65         |
| Ford Motor Credit: N/P Ford Motor - F150                                | -6,458.57           |
| Ford Motor Credit: N/P Ford Motor - F250                                | -6,770.98           |
| Ford Motor Credit: N/P Ford Motor - Mustang                             | -8,613.98           |
| N/P Ally Auto - 2010 Dodge  | -5,347.85           |
| N/P Comerica Bank   | -24,000.00          |
| N/P Comerica Bank LC  | -155,431.51         |
| Wells Fargo Finance: N/P Wells Fargo-2010 Ford-2                        | -24,630.22          |
| Wells Fargo Finance: N/P Wells Fargo - Forklift                         | -2,824.16           |
| Wells Fargo Finance: N/P Wells Fargo - Trailer & Eq                     | -14,703.80          |
| Ohmsted Rent Own Credit   | 274,837.78          |
| Retained Earnings   | -5,821.33           |
| <b>Net cash provided by Financing Activities</b>                        | <b>-110,907.17</b>  |
| <b>Net cash increase for period</b>                                     | <b>61,292.92</b>    |
| <b>Cash at beginning of period</b>                                      | <b>65,328.64</b>    |
| <b>Cash at end of period</b>  | <b>126,621.56</b>   |

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03/01/13  
Accrual Basis

**Rapid-Torc Inc.**  
**Profit & Loss**  
January through December 2012

|                                 | <u>Jan - Dec 12</u> |
|---------------------------------|---------------------|
| <b>Ordinary Income/Expense</b>  |                     |
| Income                          |                     |
| Customer Warranty               | -88,174.08          |
| Other Income                    | 4,411.89            |
| Sales - Discount                | -1,007,407.47       |
| Sales - Pumps                   | 729,030.98          |
| Sales - Rentals                 | 886,360.60          |
| Sales - Service and Repairs     | 91,123.99           |
| Sales - Shipping to Customers   | 131,931.02          |
| Sales - Spares and Accessories  | 1,314,830.80        |
| Sales - Tools                   | 6,019,195.12        |
| <b>Total Income</b>             | <b>7,080,292.85</b> |
| <b>Cost of Goods Sold</b>       |                     |
| Assemblies                      | 81,219.00           |
| Consumables                     | 222,136.94          |
| Cost of Goods Sold              | 3,430,491.44        |
| Freight and Shipping Costs      | 282,361.90          |
| Labor Cost                      | 185,802.65          |
| <b>Total COGS</b>               | <b>4,182,011.93</b> |
| <b>Gross Profit</b>             | <b>2,898,280.92</b> |
| Expense                         |                     |
| Automobile Expense              | 20,802.74           |
| Bank Service Charges            | 33,359.15           |
| Car & Travel                    | 70,811.01           |
| Computer and Internet Expenses  | 18,431.34           |
| Contract Labor                  | 74,481.98           |
| Dues and Subscriptions          | 12,315.35           |
| Employee Reimbursement          | 1,771.05            |
| Employee Training               | 4,400.00            |
| Equipment Rental                | 224,378.07          |
| Insurance Expense               | 185,993.94          |
| Janitorial Expense              | 6,985.63            |
| Leasing Expenses                | 45,370.60           |
| Licenses & Permits              | 6,704.90            |
| Meals and Entertainment         | 15,286.19           |
| Mowing Expense                  | 2,760.00            |
| Office Expenses                 | 32,974.73           |
| Payroll Expenses                | 722,620.68          |
| Payroll Taxes                   | 68,147.09           |
| Postage and Delivery            | 12,715.98           |
| Professional Fees               | 34,717.03           |
| R & D Exp.                      | 156,080.37          |
| Reconciliation Discrepancies    | -0.01               |
| Rent Expense                    | 103,339.80          |
| Repairs and Maintenance         | 32,135.90           |
| Safety Training                 | 347.00              |
| Sales & Marketing               | 143,098.75          |
| Security Expense                | 4,608.78            |
| Telephone Expense               | 34,914.54           |
| Utilities                       | 14,073.82           |
| <b>Total Expense</b>            | <b>2,083,206.19</b> |
| <b>Net Ordinary Income</b>      | <b>815,074.73</b>   |
| <b>Other Income/Expense</b>     |                     |
| Other Expense                   |                     |
| Depreciation Expense            | 193,812.00          |
| Gain or Loss from Sale of Asset | 4,048.52            |
| Interest Expense                | 35,515.02           |
| Taxes                           | 84,486.45           |
| <b>Total Other Expense</b>      | <b>317,861.99</b>   |
| <b>Net Other Income</b>         | <b>-317,861.99</b>  |
| <b>Net Income</b>               | <b>497,212.74</b>   |

Schedule 4.4

Title to Assets

There are no assets used or held for us in the Business located outside of the United States of America, except (a) the assets of RTB, (b) the intellectual property assets of BCLLC identified on Schedule 4.11 as being registered or pending registration in a jurisdiction other than the United States, and (c) assets identified on Attachment 4.8.1 to Schedule 4.8 located at the supplier Trio Tech Inc.

Schedule 4.5  
Assumed Contracts

The Assumed Contracts consist of:

A. US Contracts.

1. Independent Contract Agreement, dated as of March 19, 2012, by and between RTI and Joel Fillman;
2. Equipment Rental Agreement (Contract No. RC2012-07), dated November 28, 2012, by and between M&M Machine and Fab Inc., and RTI;
3. Equipment Rental Agreement (Contract No. RC201308), dated January 22, 2013, by and between Cat Spec Ltd. and RTI;
4. Equipment Rental Agreement (Contract No. RC2012-06) dated November 28, 2012 by and between Rapid-Torc, Inc. and Mastec North America;
5. Equipment Rental Agreement dated December 27, 2012 by and between Rapid-Torc, Inc. and Himes Service Company;
6. Equipment Rental Agreement dated January 8, 2013 by and between Rapid-Torc, Inc. and T&L Lease;
7. Equipment Rental Agreement dated January 17, 2013 by and between Rapid-Torc, Inc. and EML Manufacturing;
8. Equipment Rental Agreement dated January 23, 2013 by and between Rapid-Torc, Inc. and Linde Gas;
9. Equipment Rental Agreement dated January 2, 2013 by and between Rapid-Torc, Inc. and Integra Technologies;
10. Equipment Rental Agreement dated February 5, 2013 by and between Rapid-Torc, Inc. and Haverfield Aviation;
11. Equipment Rental Agreement dated February 6, 2013 by and between Rapid-Torc, Inc. and Alamo Hydraulics;
12. Equipment Rental Agreement dated February 15, 2013 by and between Rapid-Torc, Inc. and Ameridrive TB Woods;
13. Equipment Rental Agreement dated February 27, 2013 by and between Rapid-Torc, Inc. and Hydayne Hydraulics;
14. Equipment Rental Agreement (Contract No. RC2013-03) dated January 11, 2013 by and between Rapid-Torc, Inc. and Ohmstede Industrial Services;
15. Distribution Agreement dated October 10, 2012 by and between Rapid-Torc, Inc. and Amecor Industrial Trading. Territory is the Philippines;
16. Distribution Agreement dated June 1, 2012 by and between Rapid-Torc, Inc. and OBAX Worldwide Limited. Territory is Nigeria;
17. Distribution Agreement dated November 8, 2012 by and between Rapid-Torc, Inc. and Superflow. Territory is Brazil;

18. Distribution Agreement dated April 4, \_\_\_\_ by and between Rapid-Torc, Inc. and Titantech Korea. Territory is Korea;
19. Distribution Agreement dated June 1, 2010 by and between Rapid-Torc, Inc. and Al-Jularah Petroleum Services Co. W.L.L. Territory is Kuwait;
20. Distribution Agreement pending finalization by and between Rapid-Torc, Inc. and Alto Torque. Territory is Venezuela;
21. Distribution Agreement pending finalization by and between Rapid-Torc, Inc. and Asi Company Limited. Territory is China;
22. Distribution Agreement pending finalization by and between Rapid-Torc, Inc. and Energotec SAC. Territory is Peru;
23. Purchase orders issued by RTI to suppliers;
24. The backlog of customer orders for sales of Products and/or Services set forth on Attachment 4.10.1 attached to Schedule 4.10;
25. Offshore Technology Conference Application/Contract for Exhibit Space, signed May 1, 2012, by and between RTI and the Offshore Technology Conference;
26. The vehicle and trailer leases represented by the vehicles and contract numbers set forth on Attachment 4.5.2;
27. The Lease for the Leased Real Property in Pasadena, Texas identified on Schedule 4.13;
28. The quotes identified on Schedule 4.33 as US Quotes;
29. Contract for waste oil removal with Apache Waste;
30. Contract for parts washer and related solvent services with Safety Kleen;
31. CoFace North America Insurance Company, Policy of Export Credit Insurance, Policy No. E-488083701 in the amount of \$400,000; and
32. Memorandum of Understanding, dated October 18, 2012, and effective as of October 22, 2012, by and between RTI and Jeffery Smith; provided, however, the Buyer Group is not assuming any Liabilities for commissions earned prior to the Closing Date.

B. Belgian Contracts

1. Exclusive Dealer Agreement, dated July 1, 2006, by and between AB Momento and SOS Bolting, Inc. (predecessor to the Belgian Seller). AB Momento, Box 14, 642 21 Flen, Sweden. Contact: Lars Erik Rundquist;
2. Distribution Agreement, dated 2008, by and between kNM Hydraulikk AS, and Belgian Seller. Exclusive with respect to Norway. Engelsvollveien 264, 4353 Klepp Stasjon, Norway Pål Badvisk;
3. Distribution Agreement, dated November 1, 2012, by and between Bart Christiaan (company Torc-Nology), and Belgian Seller. Exclusive with respect to Germany zip codes, 40-41-42-44-45-46-47-48-50-51-52-53-57-58-59-32-33-34-35-36 Nordrhein –

Schedule 4.7

Equipment and Tangible Assets

1. Each piece of Equipment and Machinery owned by RTI and its location is identified on Attachment 4.7.1. RTI also owns the satellite dish affixed to the Pasadena, Texas Facility.
2. Each piece of Equipment and Machinery owned by Belgian Seller and its location is identified on Attachment 4.7.2.



[illegible]

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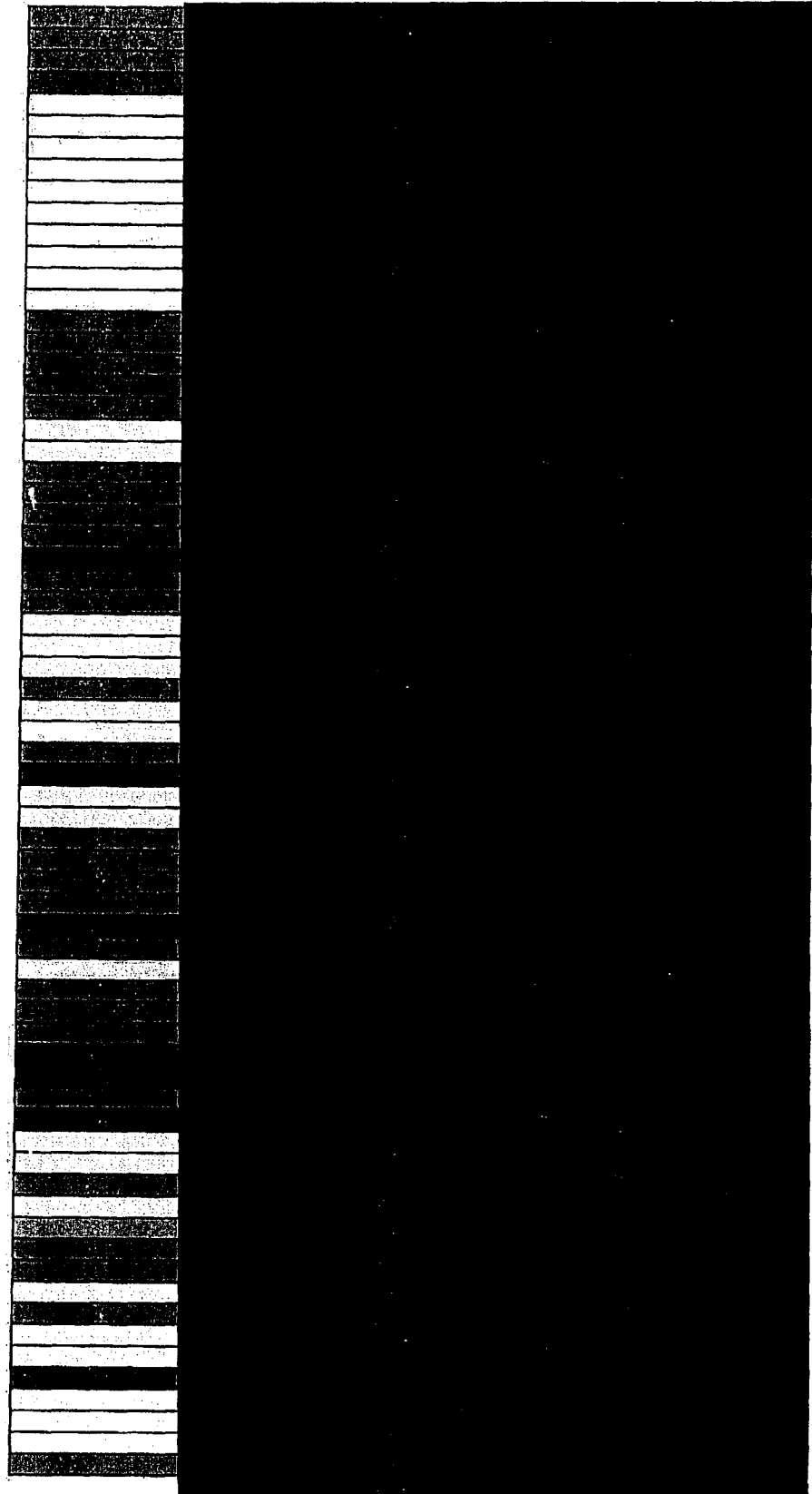
## Attachment 4.7.1

RL-2 - 1013/16" Ratchet Link  
 RL-2 - 107/8" Ratchet Link  
 RL-2 - 50mm Ratchet Link  
 RL-2 - 50mm Ratchet Link  
 RL-2 - 50mm Ratchet Link  
 RL-2 - 2" Ratchet Link  
 RL-2 - 2" Ratchet Link  
 RL-2 - 2" Ratchet Link  
 RL-2 - 2" Ratchet Link  
 RL-2 - 2" Ratchet Link  
 RL-2 - 2" Ratchet Link  
 RL-2 - 2 3/16" Ratchet Link  
 RL-2 - 2 3/16" Ratchet Link  
 RL-2 - 2 3/16" Ratchet Link  
 RL-2 - 203/8" Ratchet Link  
 RL-2 - 203/8" Ratchet Link  
 RL-2 - 209/16" Ratchet Link  
 RL-2 - 209/16" Ratchet Link  
 RL-2 - 209/16" Ratchet Link  
 RL-2 - 209/16" Ratchet Link  
 RL-2 - 209/16" Ratchet Link  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
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 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RTX04 power head  
 RL-4 - 107/16" Ratchet Link  
 RL-4 - 113/46mm Ratchet Link  
 RL-4 - 113/46mm Ratchet Link  
 RL-4 - 113/46mm Ratchet Link  
 RL-4 - 113/46mm Ratchet Link  
 RL-4 - 113/46mm Ratchet Link  
 RL-4 - 113/46mm Ratchet Link  
 RL-4 - 113/46mm Ratchet Link  
 RL-4 - 2" Ratchet Link  
 RL-4 - 2" Ratchet Link  
 RL-4 - 2" Ratchet Link  
 RL-4 - 2" Ratchet Link  
 RL-4 - 2" Ratchet Link  
 RL-4 - 203/16" Ratchet Link  
 RL-4 - 203/16" Ratchet Link  
 RL-4 - 203/16" Ratchet Link  
 RL-4 - 205/16" Ratchet Link  
 RL-4 - 203/8" Ratchet Link  
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 RL-4 - 203/8" Ratchet Link  
 RL-4 - 209/16" Ratchet Link  
 RL-4 - 209/16" Ratchet Link  
 RL-4 - 209/16" Ratchet Link

1

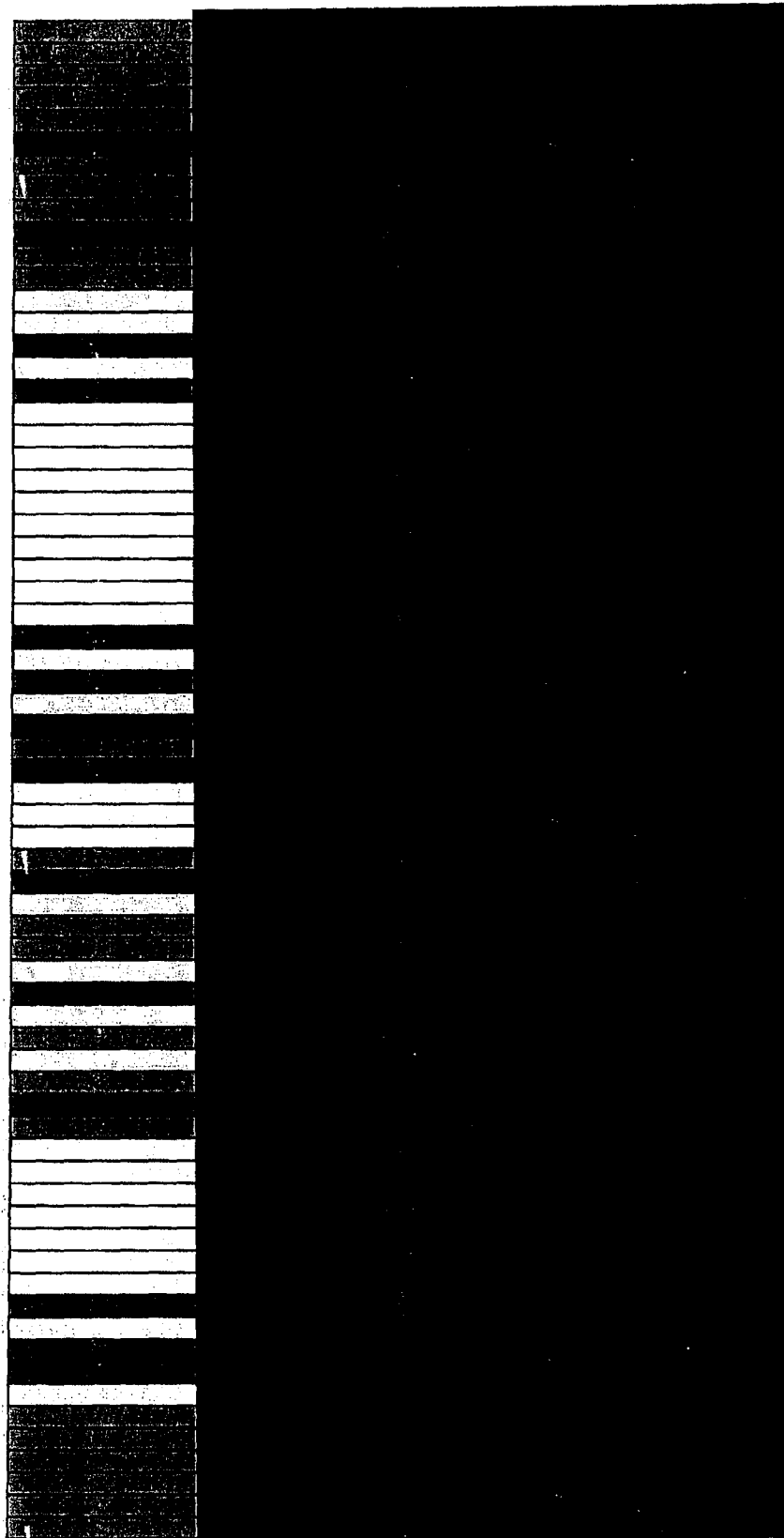
## Attachment 4.7.1

RL-8 - 2 1/16" Ratchet Link  
 RL-8 - 2 1/16" Ratchet Link  
 RL-8 - 2 1/16" Ratchet Link  
 RL-8 - 2 1/16" Ratchet Link  
 RL-8 - 3 1/8" Ratchet Link  
 RL-8 - 3 1/8" Ratchet Link  
 RL-8 - 3 1/8" Ratchet Link  
 RL-8 - 80MM Ratchet Link  
 RL-8 - 3 1/2" Ratchet Link  
 RL-8 - 3 1/2" Ratchet Link  
 RL-8 - 3 1/2" Ratchet Link  
 RL-8 - 3 1/2" Ratchet Link  
 RL-8 - 3 1/2" Ratchet Link  
 RL-8 - 90mm Ratchet Link  
 RL-8 - 3 7/8" Ratchet Link  
 RL-8 - 3 7/8" Ratchet Link  
 RL-8 - 3 7/8" Ratchet Link  
 RL-8 - 4 1/4" Ratchet Link  
 RL-8 - 3 7/8" Ratchet Link  
 RTX 14 power head  
 RTX 14 power head  
 RTX 14 power head  
 RTX 14 power head  
 RTX 14 power head  
 RTX 14 power head  
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 RTX 14 power head  
 RTX 14 power head  
 RTX 14 power head  
 RL-14 - 2 9/16" Ratchet Link  
 RL-14 - 2 9/16" Ratchet Link  
 RL-14 - 2 3/4" Ratchet Link  
 RL-14 - 2 15/16" Ratchet Link  
 RL-14 - 2 15/16" Ratchet Link  
 RL-14 - 2 15/16" Ratchet Link  
 RL-14 - 3 1/8" Ratchet Link  
 RL-14 - 3 3/16" Ratchet Link  
 RL-14 - 3 1/2" Ratchet Link  
 RL-14 - 3 1/2" Ratchet Link  
 RL-14 - 3 1/2" Ratchet Link  
 RL-14 - 3 7/8" Ratchet Link  
 RL-14 - 3 7/8" Ratchet Link  
 RL-14 - 3 7/8" Ratchet Link  
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 RL-14 - 3 7/8" Ratchet Link  
 RL-14 - 3 7/8" Ratchet Link  
 RL-14 - 3 7/8" Ratchet Link  
 RL-14 - 3 7/8" Ratchet Link  
 RL-14 - 95mm  
 RL-14 - 4 1/8" - 105mm Ratchet Link  
 RL-14 - 4 1/4" Ratchet Link  
 RL-14 - 4 1/4" Ratchet Link  
 RL-14 - 4 1/4" Ratchet Link  
 RL-14 - 4 5/8" Ratchet Link  
 RTX 18 power head  
 RTX 18 power head  
 RTX 18 power head  
 XLCT 18 power head  
 XLCT 18 power head  
 RL-18-3 7/8" Ratchet Link Hyltorc



## Attachment 4.7.1

RL-18-3 7/8" Ratchet Link Hytore  
 RL-18 - 4 1/5/8" Ratchet Link  
 RL-18 - 4 1/5/8" Ratchet Link  
 RL-18 - 5 3/8" Ratchet Link  
 RTX 130 power head  
 RTX 130 power head  
 RTX 130 power head  
 RL-30-4 1/4"  
 RL-30 - 5 3/8" Ratchet Link  
 RL-30 - 5 3/8" Ratchet Link  
 RL-30 - 5 3/8" Ratchet Link  
 RL-30 - 5 3/8" Ratchet Link  
 RL-30 - 6 1/8" Ratchet Link  
 RL-30 - 6 1/8" Ratchet Link  
 SQV-3 1" SQ DR TOOL  
HYDRAULIC PUMPS  
 HP220-AIR  
 HPA380  
 HPA380  
 HPA380  
 HPA380  
 HPA380  
 HPA380  
 HP300-AIR  
 HP300-AIR  
 HP300-AIR  
 SPX-AIR  
 SPX-AIR  
 PANTHER 025-115  
 PANTHER 025-115  
 PANTHER 055-115  
 PANTHER 055-115  
 PANTHER 055-115  
 PANTHER 055-115  
 PANTHER 055-115  
 PANTHER 055-115  
 PANTHER 150-115  
 PANTHER 150-115  
 PANTHER 150-115  
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 PANTHER 150-115  
 TIG-AIR  
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 TIG-AIR  
 COUGAR  
HIGH PRESSURE PUMPS  
 TWIN22/JAGUAR  
 TWIN22/JAGUAR  
PNEUMATIC IMPACT GUN  
 RODCRAFT 1/2"  
 3/4"  
 2940EU-IR - 1"  
 2950EU-IR - 1 1/2"  
 Ingersoll Rand AER-A6687  
 ATP 1578LT-TH



## Attachment 4.7.1

ATP 2582LT-TH  
ATP 2588LT-TH

PNEUMATIC TORQUE GUN

RG-7

RG-7

RG-7

RG-7

RG-7

J8-GUN

RAD 800 NG

RAD 10GX

RAD 10GX

RAD 10GX

RAD 10GX

RAD 30

RAD 30

RG-30

RG-30

RAD 34 GX

RAD 34 GX

RAD 34 GX

RAD 34 GX

RAD-50

RAD-40 or RAD 30-2

RAD-50

HYDRAULIC TWIN HOSES 10KPSI

090172-15FT - 5M

090172-32FT - 10 M

090172-49FT-15 M

SLUGGING WRENCHES

24mm

27mm

30mm

32mm

36mm

41mm - 1 5/8"

46mm - 1 13/16"

50mm

55mm

60mm - 2 3/8"

65mm - 2 9/16"

70mm - 2 3/4"

CLICKER WRENCH

TORCOFIX 100-550NM - D004159

TORCOFIX 100-550NM - D004156

NORBAR 330

NORBAR 330

TORCOFIX 10-100NM - E003766

TORCOFIX 10-100NM -

TORCOFIX 20-200NM - A026390

TORCOFIX 20-200NM

KTPRO

URREA-600

PROTO J6020AB

PROTO J6020AB

PROTO J6020AB

PROTO J6020AB

PROTO J6020AB

PROTO J6018AB

PROTO J6018AB

PROTO J6018AB

PROTO J6018AB

PROTO J6018AB

MTW-150 FT LB

MTW-150 FT LB

MTW-150 FT LB

## Attachment 4.7.1

MTW-150 FT LB  
 MTW-150 FT LB  
 MTW-150 FT LB  
 MTW-150 FT LB  
 MTW-150 FT LB  
 MTW-150 FT LB  
 MTW-300 FT LB  
 MTW-250 FT LB  
 MTW-250 FT LB  
 MTW-300 FT LB  
 PROTO 6023  
 PROTO 6025  
 PROTO 6025  
 PROTO 6012C  
 PROTO 250 ft lb

BACK-UP WRENCH

|                    |   |
|--------------------|---|
| BACK-UP WRENCH 110 | 1 |
| BACK-UP WRENCH 113 |   |
| BACK-UP WRENCH 203 | 1 |
| BACK-UP WRENCH 206 |   |
| BACK-UP WRENCH 209 | 1 |
| BACK-UP WRENCH 212 | 2 |
| BACK-UP WRENCH 302 |   |
| BACK-UP WRENCH 308 | 2 |
| BACK-UP WRENCH 314 | 3 |
| BACK-UP WRENCH 410 | 1 |
| BACK-UP WRENCH 602 | 2 |
| LOKRITE 1 13/16"   | 1 |
| LOKRITE 3 7/8      | 1 |
| LOKRITE 3 7/8      | 1 |
| LOKRITE 3 7/8      | 1 |

FLANGE SPREADER

FLANGE SPREADER HS10K  
 FLANGE SPREADER HS10K  
 ENERPAC WRS  
 SPECIAL

TORQUE WRENCH DRIVE GASOLINE

TENSIONER TRT6 M64x 6 COMPLETE

INDUCTION BOLT HEATING

SPEEDORANGE 12 2  
 INDUCTORS FOR IBH 30

INDUCTION 45' LONG - 32 AMP

INDUCTION 45' LONG - 32 AMP

22.5 kpsi PUMPS

HIGH PRESSURE PUMP 22,500 PSI

10 kpsi PUMPS

10 kpsi Hand Pump Europress 1

10 kpsi Hand Pump Europress 1

FRONT OFFICE

|   |   |
|---|---|
| 1 | Security system wall controller, BROADVIEW with remote CPUG |
| 1 | Fire Extinguisher   |
| 2 | 21"x17" Black frame   |
| 1 | 14"x21" BIC Magazine Frame                                  |
| 4 | 9"x11" Chrome frame   |
| 2 | Advertising Panel   |

OFFICE NO. 1 - ROGER

|   |   |
|---|---|
| 1 | Office desk, dark wood with 2 pedestal      |
| 1 | Office Chair with high back                 |
| 1 | NEC Telephone with intercom and multi-lines |
| 3 | Metal Wall Plannin organizer                |

## Attachment 4.7.1

2 Wood visitor chair

OFFICE NO. 2 - JARED

2 Corner Office desks  
 1 Office chair black/black  
 1 NEC Telephone with intercom and multi-lines  
 1 Logitech WebCam  
 1 Desk Calculator, VICTOR 1208-2  
 3 Dell Computer Tower optiflex 390  
 3 Dell 21" Screen  
 1 Multi-paper printer, HP LJ 1006  
 1 Fellower Shredder, MS 450C  
 1 30" Bookshelf dark wood, 5 shelves 36"\*13"\*71"  
 1 Digital Check Telescan TS240  
 1 TLS PC LINK

OFFICE NO. 3 - RUBEN

2 Corner Office desks  
 1 Office chair black/black  
 1 NEC Telephone with intercom and multi-lines  
 1 [REDACTED]  
 1 Desk Calculator, VICTOR 1208-2  
 1 Dell Computer Tower optiflex 390  
 1 Dell 24" Screen  
 2 Loudspeakers Dell  
 1 HP Color Laser Jet CM2320nf MFP  
 1 Two compartment open desk white 31"\*15"\*31"

OFFICE NO. 4 - DONNAH

2 Corner Office desks  
 2 Office chair black/black  
 1 Acer 19" Monitor  
 1 Dell Computer Tower optiflex 390  
 1 Dell 20" Screen  
 1 Desk Calculator, Canon MP11DX  
 1 Desk Sharp Calculator COMPET VX-2652H

DOCUMENT/COPY ROOM

3 HON Vertical letter filers, black with 4dwr  
 1 HON Vertical letter filers, beige with 4dwr  
 1 Poweredge T310 Server

KITCHEN

1 Refrig/freezer, full size white-2-door 28"\*29"\*67"  
 1 Coffee Maker, Mr. Coffee  
 1 GE Oven/Microwave, black-small  
 1 Toaster Black & Decker  
 1 Hamilton Beach Electric Grill  
 1 Wall Table 108" Long \* 16" width  
 1 White Bar Chair

CONFERENCE ROOM

1 Oval Conference Table dark brown wood  
 8 Conference chairs black/black  
 1 NEC Telephone with intercom and multi-lines  
 1 Whiteboard, 6'x4'  
 1 Wall Screen Projection, 8'x10'  
 1 Computer controlled projector on center pedestal/column  
 6 25"x21" Wooden frame  
 2 21.5"x17.5" Frame  
 8 Meeting Room Chair  
 1 Sumsung Wall Screen 40" TV  
 2 Black Bar Chair Plastic for exhibition  
 2 Half Round Metal with contemporain design Trash can  
 1 Projector Epson 3LCD

OFFICE NO. 5 - NICOLE



## Attachment 4.7.1

1 Corner Office desk  
 2 Office chair black/black  
 1 NEC Telephone with intercom and multi-lines  
 1 30" Bookshelf dark wood, 5 shelves 36"\*13"\*71"  
 1 Dell Computer Tower optiflex 390  
 1 Dell 20" Screen  
 1 Logitech WebCam  
 2 Black Plastic case for Mail  
 1 Corkboard, 2'x3'  
 1 Fellowes Powershred, PS 55  
 1 Plastic White Trash Can

OFFICE NO. 6 - OFFICE JEFF

1 Corner Office desks  
 1 Office chair black/black  
 1 30" Bookshelf dark wood, 5 shelves 36"\*13"\*71"  
 1 HP Computer, HP L1950

OFFICE NO. 7 - LILIANA

1 Corner Office desks  
 1 Office chair black/black  
 1 Visitor wood Chair  
 1 NEC Telephone with intercom and multi-lines  
 1 30" Bookshelf dark wood, 5 shelves 36"\*13"\*71"  
 1 Corkboard, 2'x3'  
 1 Dell Computer Tower optiflex 390  
 1 Dell 20" Screen  
 1 Logitech WebCam  
 2 Black Plastic case for Mail

HALL WAY

8 Black Picture Frame 21"\*17"  
 20 Orange Picture Frame 24"\*30"

OFFICE NO. 8 - OUTSIDE SALES

2 Corner Office desks  
 1 Office chair black/black  
 1 Management Chair Black  
 2 NEC Telephone with intercom and multi-lines  
 1 Dell Computer Tower optiflex 390  
 2 Dell Silver Loud Speaker  
 1 Dell 20" Screen  
 1 Whiteboard, 6'x4' Quartet  
 1 Plastic Trash Can  
 2 Black Plastic case for Mail  
 1 Texas Instrument TI-1795  
 3 Wall Mail File Hanger black Plastic  
 1 Corkboard 3'x2'

OFFICE NO. 9 - MARIA

1 Corner Office desk  
 1 Office chair black/black  
 1 Visitor wood Chair  
 1 Dell Computer Tower optiflex 390  
 1 Dell 20" Screen  
 1 Microsoft WebCam  
 1 Label Maker, BROTHER P TOUCH  
 1 File Cabinet Black Metal with two drawers 42"\*19"\*65"  
 4 Wall Mail File Hanger transparent Plastic

OFFICE NO. 10 - CLAUDIA

2 Corner Office desks  
 2 Office chair black/black  
 2 NEC Telephone with intercom and multi-lines  
 2 Dell Computer Tower optiflex 390  
 2 Dell 20" Screen

## Attachment 4.7.1

|                                |         |  |
|--------------------------------|---------|--|
|                                | 1       | Logitech WebCam  |
|                                | 1       | Portable NEC Phone System                                      |
|                                | 1       | Bookshelve 18" * 14" * 73" - 5 Levels                          |
|                                | 1       | Plastic Trash Can  |
| <b>OFFICE NO. 11 - CORINNE</b> |         |  |
|                                | 1       | Corner Office desks  |
|                                | 1       | Office chair black/black                                       |
|                                | 2       | Visitor Wood Chair   |
|                                | 1       | NEC Telephone with intercom and multi-lines                    |
|                                | 1       | 30" Bookshelf dark wood, 5 shelves                             |
|                                | 1       | Desk Lamp with Revolver and Balls                              |
|                                | 2       | Picture Frame 21" x 17"  |
|                                | 1       | Door Name Frame 6" * 6"  |
| <b>XEROX CORNER</b>            |         |  |
|                                | 1       | Shelf 24" * 8" - 2 corners                                     |
|                                | 1       | Shelf 48" * 8" - 3 corners                                     |
| <b>MISCELLANEOUS</b>           |         |  |
|                                | 20      | 25" x 30" Large Orange Frame                                   |
|                                | 8       | 21" x 17" Black frame  |
|                                | 3       | Skype headphones   |
|                                | 2       | Additional Computer Speakers                                   |
|                                | 50+ pcs | Staplers, calculators, tape holders, trash cans etc.           |
| <b>SHOP EQUIPMENT ASSETS</b>   |         |  |
|                                | 2       | File, metal, 5 door, beige, "HON" letter                       |
|                                | 1       | File, IBID brown   |
| Shipping                       | 1       | Shredder " Cushion Pack" CP422S2                               |
|                                | 1       | Water activated tape "Better Package" S/N 2015710 Mod 333 plus |
|                                | 3       | "Rubbermaid" Large trash can for Recycling items               |
|                                | 1       | "Brute" Trash diameter 23"                                     |
|                                | 3       | "SLINCAST" Plastic Coller 4.5'x2'x2.3'                         |
|                                | 1       | Bending Wheel - plastic bands                                  |
|                                | 1       | Weight Scale "Measuretek" 12r959 Maxload 2500lb                |
|                                | 1       | Two Doors Orange Top Desk - Goods Receiving                    |
|                                | 1       | "A" Frame Step Lader, 3 step                                   |
|                                | 1       | Paper cutter, manual control                                   |
| Fire Extinguisher              | 5       | Fire Extinguishers   |
| Carts                          | 4       | Flat Bed Carts   |
|                                | 2       | Parts Carts  |
|                                | 1       | Front Building sign "RAPIDTORC"                                |
|                                | 1       | Front Building sign "SPEEDORANGE"                              |
| smoking area                   | 1       | Ashtray - Blue   |
| Shipping Boxes                 | 200     | Shipping Boxes, Cardboard 26*20*21                             |
|                                | 350     | Shipping Boxes, Cardboard 16*16*20                             |
|                                | 3000    | Parts Shipping Boxes White                                     |
|                                | 4400    | Cardboard Padding  |
|                                | 800     | Cardboard Rapid-Torc Boxes 6*6*6                               |
|                                | 200     | Cardboard Rapid-Torc Boxes 10*10*10                            |
|                                | 120     | Cardboard Rapid-Torc Boxes 10*15*16                            |
|                                | 392     | Rapid-Torc White Binder 1 1/2"                                 |
|                                | 84      | Plano Model # 1404   |
| Desk                           | 1       | Office Desk  |
|                                | 1       | Reception Desk   |
|                                | 3       | Bar Style Chair  |
|                                | 3       | Wood Top - Metal Frame Shop Table 10' 2 1/2" * 3"              |
|                                | 2       | Wood Top - Metal Frame Shop Table 5' 2 1/2" * 3"               |

## Attachment 4.7.1

|           |      |   |
|-----------|------|---|
| Brochures | 4800 | Rapid-Tore Service Catalog                  |
|           | 1    | 20' Maritime Container Equiped              |
| EPI       | 4    | Safewaze Safety Harness Model 1011          |
|           | 4    | 3M Tybak safety Lanyard Model 3560 s/n90602 |
|           | 1    | Sala Safety Harness Model EXOFIT            |
|           | 1    | Fresh Water Filter Machine                  |
|           | 1    | SNAP-ON Tool Cart 13 Drawers                |
|           | 1    | SNAP-ON Tool Cart Top Counter               |
|           | 1    | Tools set Inside Snap-On                    |
|           | 1    | Large Wise 6.5"                             |
|           | 1    | Large Wise 5                                |
|           | 1    | Craftman grinder                            |
|           | 1    | Small Fridge HA1ER                          |
|           | 1    | 1/2" Drive Ratchet                          |
|           | 11   | Socket 1/2" Drive                           |
|           | 2    | IPA 42                                      |
|           | 4    | Flash Light                                 |
|           | 2    | Levels                                      |
|           | 1    | Set Box End Wrench                          |
|           | 2    | 3/8" Drive Ratchets                         |
|           | 6    | Extension Set 3/8"                          |
|           | 1    | 1/2 Drive Extension new                     |
|           | 19   | Punch Set                                   |
|           | 2    | Packs Razor Blades                          |
|           | 2    | Pair Of scissors                            |
|           | 1    | Telescopic Mirror                           |
|           | 3    | Knives                                      |
|           | 2    | Gaskets Scrapers                            |
|           | 6    | Rolls Seal Tape                             |
|           | 3    | Cen-Tech calipers                           |
|           | 6    | Retaining rings pliers                      |
|           | 18   | Ekelind allen wrenches Set                  |
|           | 6    | Piston Holder Aluminum Set RP5 to RT10      |
|           | 3    | RTX30-Piston Engagement tools               |
|           | 4    | RTX08-Piston Engagement tools               |
|           | 3    | RTX04-Piston Engagement tools               |
|           | 3    | RTX18-Piston Engagement tools               |
|           | 4    | Grip Plyers Sets                            |
|           | 2    | Working Pipe Wrenches                       |
|           | 17   | Spade Bit Set                               |
|           | 7    | Drill Bits 5/16"                            |
|           | 4    | Drill Bits 3/16"                            |
|           | 4    | Drill Bits 27/64"                           |
|           | 6    | Drill Bits 1/2"                             |
|           | 18   | Tap & Drill Set                             |
|           | 1    | Cutting Tools Set Of 6                      |
|           | 2    | Dewalt Incomplete Wall drill set            |
|           | 1    | Rigid Drill Set uncomplete                  |
|           | 1    | Power Coil Thread Repair Kit                |
|           | 100  | Security Bit Set uncomplete                 |
|           | 2    | Ball Pin Hammer 2 different sizes           |
|           | 3    | Rubber Hammer Set                           |
|           | 1    | Copper Hammer                               |
|           | 1    | Solid Steel Hammer                          |
|           | 2    | Sledge Hammers                              |
|           | 3    | Claw Hammers                                |
|           | 2    | Set of Stamps Large & Small                 |
|           | 2    | Sets Of Metric Snap-on Allen Wrenches       |
|           | 1    | Full Set Of Allen Wrenches                  |
|           | 5    | Sets Of Regular Plyers                      |
|           | 7    | Set of Seven Wire Cutters                   |
|           | 4    | Set of Needle Nose Plyers                   |
|           | 1    | Flat Needle Nose Plyer                      |
|           | 2    | Wire Crimpers                               |

## Attachment 4.7.1

|   |   |
|---|---|
| 1 | 3/8 Socket Set                                |
| 2 | Metal Shears                                  |
| 1 | Files Set different sizes                     |
| 1 | Corker Files                                  |
| 1 | Screw drivers Set                             |
| 1 | Hack Saw                                      |
| 8 | Mica Rod Tape Rolls for induction             |
| 6 | White Rod Tape Rolls for Induction            |
| 2 | Mater Locks                                   |
| 1 | Full Set Of Metric Short Sockets              |
| 1 | Full Set Of Standard Short Sockets            |
| 1 | Full Set Of Standard Long Sockets (4 missing) |
| 1 | Full Set Of Metric Long Sockets (2 missing)   |
| 1 | Easy Out Draw set                             |
| 1 | Crescent Wrench Set                           |
| 1 | Set of draw Pies                              |
| 1 | Set of electric connectors                    |
| 2 | Voltmeters                                    |
| 1 | Metal Cutting Grinder                         |
| 1 | Torch w/ 2 bottle of gas                      |
| 1 | Lock Cutter                                   |
| 3 | Boxes of MegaPro Latex Gloves                 |
| 1 | Refrigerator                                  |
| 1 | Electric Pump s/n 7223464 w/hose              |
| 1 | Red Wise Large                                |
| 1 | Tap & Die Set                                 |
| 1 | Set Of Rubber O'ring                          |
| 1 | Grainier Set metric Rings Assortment          |
| 1 | Roll Of Plastic tube diam 3/8                 |

**SHOP STEEL CABINET ASSET:**

|    |                                   |
|----|-----------------------------------|
| 2  | Metal cabinet TENNSCO 48"-24"-78" |
| 3  | Metal cabinet TENNSCO 36'-18"-78" |
| 1  | Skill Saw                         |
| 2  | Electric Heat Gun                 |
| 1  | Saber saw                         |
| 5  | Load Straps                       |
| 1  | Flex Grinder Stone                |
| 2  | 3/4" Water Quick Connect Coupler  |
| 1  | Flood Light                       |
| 1  | Tow Loop & Chain Table Wheels     |
| 1  | Large Window Scraper              |
| 1  | Handsaw                           |
| 1  | Caulk Gun                         |
| 2  | Clamp Sets                        |
| 1  | Steel Tool Box                    |
| 2  | Wood Screws boxes                 |
| 1  | Tape Measure                      |
| 1  | Leverer                           |
| 1  | Caution Tape                      |
| 1  | Reflecting tape                   |
| 1  | Tie Down Rope                     |
| 1  | Screw Bin                         |
| 1  | RubberMaid Hanger                 |
| 3  | Roll Electric Cable 2.08 mm2      |
| 11 | Hard Hats                         |
| 2  | Water Hose 15'                    |
| 5  | Face Shields                      |
| 1  | Turnlok plug 30a-3ph-480v - male  |

**ELECTRICAL**

|   |  |
|---|--|
| 1 | Hubbell plug HBL2623 30A-250V                |
| 2 | Hubbell plug HBL7765C-3P-4W                  |
| 2 | 25' 30A-600V LL39753 Electrical              |
| 1 | 3' Extension NPJ6485Male-L1630C Female       |
| 1 | 3' Extension Hubbel 460P7Wmale-L1630C Female |
| 1 | Male Plug PCE 380V Red Color - 5 Pins        |
| 1 | 20' Extension Cord male femelle VPC 32A-380V |
| 1 | Watertight Plug PS4-100P7-W                  |

## Attachment 4.7.1

|   |     |  |
|---|-----|--|
|   | 3   | VALLER Ear Muffs   |
|   | 7   | Pairs Heavy Duty Gloves  |
|   | 2   | Ruin Panchos   |
|   | 1   | Blue Tarp 18' * 16'  |
|   | 1   | Blue Trap 15' * 12'  |
|   | 3   | Overalls RapidTore XL Orange Color   |
|   | 1   | Overall RapidTore L Orange Color   |
|   | 1   | Plastic Sheeting Husky 4Mil * 100 ft   |
| Wood Palets                                   | 42  | Wood Palets 30"-25"-5"   |
|   | 7   | Wood Palets 24"-20"-5"   |
|   | 3   | Wood Boxes 27"-27"-30"   |
|   | 2   | Wood Boxes 48"-48"-51"   |
| Electrical Pannel                             | 2   | Siemens 600 V Safety Switch Heavy duty HF361                                   |
|   | 1   | Siemens Safety Switch General duty GF322N                                      |
|   | 1   | Square D General Duty Safety Switch D324N                                      |
|   | 1   | Hammond Power Solution Transformer NMK075KD                                    |
|   | 2   | ACME Transformer TP1-53342-3S  |
|   | 1   | Square D Switch H363N 100Amp-600VAC  |
|   | 1   | Plug PS4 100 R7-W  |
|   | 2   | Chicago Electric Ventilator Model 97762  |
|   | 1   | Pressure Wahser Rigid SP170 3,000psi -2.6                                      |
|   | 1   | Atlas Copco Compressor KT10EH12034   |
| Shelves                                       | 1   | Shelving unit 8' * 12' * 3' - 5 levels for documents                           |
|   | 10  | shelving units 4' * 7' * 2' - 5 levels   |
|   | 143 | Shelving unit, HD 3-5 Shelf, steel, green-orange 8'x6'x2' ply/fiberboard decks |
|   | 45  | Frame End For Shelving 8*6*2   |
|   | 20  | Shelving Heavy Duty units 99" * 36" * 144"                                     |
|   | 7   | Frame End For Shelving 99*36*144   |
| Transducer                                    | 1   | Norbar Model 50604.LOG s/n 48046 -50,000 Nm- 2 1/2"                            |
|   | 1   | Norbar Model 50599.LOG s/n 48051 -5,000 Nm- 1 1/2"                             |
|   | 1   | AKO transducer Model TSD.3KPT 300 psi s/n 73208                                |
|   | 1   | Frame for Norbar 50604   |
|   | 1   | Frame for Norbar 50599   |
| Bolt Tensioning Measuring Device              | 1   | Dakota Ultrasonics Mini Max S/N 3331   |
|   | 1   | Dakota Ultrasonics Mini Max S/N 3332   |
|   | 2   | Magnetic 3/4" Diameter 2.25 Mhz PT# T706-1405                                  |
|   | 2   | Microdot Cable PT# N110-0020   |
|   | 2   | Temperature Sensor PT# A-156-8001  |
|   | 1   | Dakota Transducer .375 Diam 5Mhz S/N 28401                                     |
|   | 1   | Reference block S/N 753 - 6" long  |
|   | 1   | Reference block S/N 483 - 3" long  |
|   | 1   | Tricolor Cable   |
|   | 2   | Transfer Cable PT# N-402-0510  |
|   | 2   | Transfer Cable PT# N-306-0010  |
|   | 2   | Ultrasonic Couplant Bottle   |
| AKO Calibration system<br>Pump Unit           | 1   | Pump Unit Mobil Cabinet TSD10KPSI-EP S/N66318                                  |
|   | 1   | Pump Power Team PE214 Model A S/N# 2801AL15324                                 |
|   | 1   | Pressure Transducer TSD10KPT S/N 66315   |
|   | 1   | TSD 6500 Indicator S/N 20320   |
|   | 1   | Keller Lex1 S/N 1122 10Kpsi Digital Gauge                                      |
|   | 1   | Cable RS1 to computer  |
|   | 1   | Cable RS2to computer   |
|   | 1   | Cable From pressure transducer to TSD6500                                      |
| AKO Calibration system<br>Clicker Wrench Unit | 1   | Clicker Calibration Unit Frame TSD650BT S/N 1202                               |
|   | 1   | Cable From Transducer to indicator   |

## Attachment 4.7.1

|                          |   |  |
|--------------------------|---|--|
|                          | 1 | Pressure Transducer 800 ft lb - TSD821 S/N 5535            |
|                          | 1 | TSD 6500 Indicator S/N 20583                               |
| AKO Calibration system   | 1 | Computer Cabinet Frame TSD3000CAB Computer                 |
| Computer Unit            | 1 | Include Computer PC, Key Board, Mouse, monitor Asus VH192D |
|                          | 1 | Pressure Transducer 800 ft lb - TSD821 S/N 5535            |
|                          | 1 | TSD 6500 Indicator S/N 20583                               |
| Label Maker              | 1 | TLS PC Link Model  |
| Gauge Calibration Frame  | 1 | 10kpsi GaugeCal XP # 96601 Frame                           |
|                          | 1 | Digital Test 10Kpsi XP2i 1/4" NPT s/n 960784               |
|                          | 1 | Set of fittings for different Gauges threads               |
|                          | 1 | Digital Test 1Kpsi XP2i- 7/16"-20 MP s/n 254665            |
|                          | 1 | Cable Gauge to Computer Tower                              |
|                          | 1 | Monitor Dell E2011HT                                       |
|                          | 1 | Mouse, Keyboard,   |
|                          | 1 | Tower OPTIPLEX 390   |
| Printers                 | 2 | HP Color Printers Laserjet 2600N with cables               |
| 40,000 Torque Transducer | 1 | Frame TSD 40035-HT   |
|                          | 1 | Transducer 40,000 ft.lb S/N 4157 Model TSD40011            |
|                          | 1 | Cable VOLTREX From Transducer to TSD6500 15'               |
|                          | 1 | Hydraulic Hose 20'   |
| Calibration accessories  | 1 | In-Out 3/4"F- 2 1/2"M TSD362-40-12                         |
|                          | 1 | In Out 1"F- 2 1/2"M TSD 362-40-16                          |
|                          | 2 | In-Out 1 1/2"F - 2 1/2"M TSD 362-40-24                     |
|                          | 1 | In-Out 1/2"F - 1 1/2"M TSD 362-24                          |
|                          | 1 | IPA 59 - 1"F - 1 1/2"M                                     |
|                          | 1 | IPA 29 - 3/4"F- 1"M  |
|                          | 1 | IPA 42 - 1/2"F- 3/4"M                                      |
|                          | 1 | Hex Insert 70M-60F   |
|                          | 2 | Hex Insert 46M-41F   |
|                          | 1 | Hex Insert 70M-65F   |
|                          | 1 | Male 1 3/4" Hex- Male 1 1/2" Square - Length 6"            |
|                          | 1 | Male 2 1/2" Hex- Male 1 1/2" Square - Length 6"            |
|                          | 1 | Male 2 15/16" Hex- Male 2 1/2" Square - Length 6"          |
|                          | 1 | Male 3 3/4" Hex- Male 2 1/2" Square - Length 6 3/4"        |
|                          | 1 | Male 5 3/8" Hex- Male 2 1/2" Square - Length 6 3/4"        |
|                          | 6 | Adjustment Plates  |
|                          | 1 | Engravor Dremel 290-01                                     |
|                          | 1 | T KEY  |
|                          | 1 | Alco RTP5  |
|                          | 1 | RL2-209 S/N N2110D   |
|                          | 1 | RL4-75MM S/N M1980H  |
|                          | 1 | RL8-215 S/N A806   |
|                          | 1 | RL18-506 S/N 18063D  |
|                          | 1 | RL14-95MM S/N 1897A  |
|                          | 1 | RL30-506 S/N H31670  |
| Calibration Safety       | 1 | Protection Wall with Sliding Door                          |
|                          | 1 | Vacuum Cleaner   |
|                          | 2 | Shop Fans Ventimatic maxair                                |
|                          | 2 | BBQ Pit  |
|                          | 2 | Rigid Pipe Stand VJ99                                      |
| Induction                | 1 | High Temperature Infrared Thermometer CRAFTSMAN 50466      |
|                          | 1 | High Temperature Infrared Thermometer TESTO 831-T4         |
|                          | 1 | Gigahertz LF Field Strength Meter ME 3951A                 |
| Software                 | 1 | Solidworks   |
| Others Fixed Assets      | 1 | AKO Torque Gun   |
|                          | 3 | ATP Impact Wrenches  |

Attachment 4.7.1

|    |                          |
|----|--------------------------|
| 1  | 2010 Ford Truck F150     |
| 1  | 2010 Ford Truck F150     |
| 1  | 2011 Ford Truck F150     |
| 1  | 2010 Ford Truck F250     |
| 1  | 2010 Ford Truck F250     |
| 2  | INDUCTION MACHINES       |
| 43 | INDUCTORS                |
| 1  | Toyota Forklift          |
| 1  | 2011 Longhorn Flatbed    |
| 1  | 2011 Hallmark Trailer    |
| 1  | ATP Impact Wrench 599 lr |

Attachment 4.8.1

**PROPERTY OF RAPID TORC****Consigned to Trio Tech facility**

| <b>As of Feb 22, 2013</b> |                      | <b>Quantity</b>  | <b>Dollar</b>    |
|---------------------------|----------------------|------------------|------------------|
| <b>Part Number</b>        | <b>Selling Price</b> | <b>available</b> | <b>Value</b>     |
| RTX02-28-#2-B             | 87.50                | 15               | 1,312.50         |
| RTX02-28-#4-B             | 87.50                | 21               | 1,837.50         |
| RTX02-28-#5-B             | 87.50                | 21               | 1,837.50         |
| RTX02-28-#7-B             | 87.50                | 21               | 1,837.50         |
| RTX02-28-#8-B             | 87.50                | 21               | 1,837.50         |
| RTX04-28-#1-B             | 127.00               | 19               | 2,413.00         |
| RTX04-28-#3-B             | 127.00               | 21               | 2,667.00         |
| RTX04-28-#4-B             | 127.00               | 20               | 2,540.00         |
| RTX04-28-#5-B             | 127.00               | 21               | 2,667.00         |
| RTX04-28-#6-B             | 127.00               | 21               | 2,667.00         |
| RTX04-28-#8-B             | 127.00               | 21               | 2,667.00         |
| RTX04-28-#10-B            | 127.00               | 21               | 2,667.00         |
| RTX08-28-#10-B            | 164.40               | 21               | 3,452.40         |
| RTX08-28-#11-B            | 164.40               | 21               | 3,452.40         |
| RTX08-28-#1-B             | 164.40               | 21               | 3,452.40         |
| RTX08-28-#3-B             | 164.40               | 21               | 3,452.40         |
| RTX08-28-#4-B             | 164.40               | 21               | 3,452.40         |
| RTX08-28-#5-B             | 164.40               | 20               | 3,288.00         |
| RTX08-28-#6-B             | 164.40               | 21               | 3,452.40         |
| RTX08-28-#9-B             | 164.40               | 21               | 3,452.40         |
| RTX14-28-#1-B             | 224.00               | 21               | 4,704.00         |
| RTX14-28-#2-B             | 224.00               | 21               | 4,704.00         |
| RTX14-28-#3-B             | 224.00               | 21               | 4,704.00         |
| RTX14-28-#5-B             | 224.00               | 21               | 4,704.00         |
| RTX14-28-#7-B             | 224.00               | 21               | 4,704.00         |
| RTX14-28-#8-B             | 224.00               | 21               | 4,704.00         |
| RTX14-28-#9-B             | 224.00               | 21               | 4,704.00         |
|                           |                      |                  |                  |
|                           |                      | <b>Total</b>     | <b>87,333.30</b> |



Schedule 4.9

Receivables

1. All Receivables in excess of \$5,000 that are 30 or more days past due to RTI are set forth on Attachment 4.9.1.
2. All Receivables in excess of \$5,000 that are 30 or more days past due to Belgian Seller are set forth on Attachment 4.9.2.

Attachment 4.9.1

1:59 PM

02/28/13

**Rapid-Torc Inc.**  
**A/R Aging Summary (Values in Home Currency)**  
**As of February 27, 2013**



TOTAL

| Current           | 1 - 30            | 31 - 60           | 61 - 90          | > 90             | TOTAL             |
|-------------------|-------------------|-------------------|------------------|------------------|-------------------|
| 0.00              | 0.00              | -18,863.20        | 0.00             | 0.00             | -18,863.20        |
| 0.00              | -551.12           | 0.00              | 0.00             | 0.00             | -551.12           |
| 4,419.18          | 0.00              | 0.00              | 0.00             | 0.00             | 4,419.18          |
| 0.00              | 0.00              | -361.89           | 0.00             | 0.00             | -361.89           |
| 1,163.04          | 0.00              | 0.00              | 0.00             | 0.00             | 1,163.04          |
| 0.00              | 0.00              | -2,799.00         | 0.00             | 0.00             | -2,799.00         |
| 3,218.41          | 0.00              | 0.00              | 0.00             | 0.00             | 3,218.41          |
| 0.00              | 0.00              | 571.00            | 0.00             | 0.00             | 571.00            |
| 1,799.00          | 0.00              | 0.00              | 0.00             | 0.00             | 1,799.00          |
| 0.00              | 0.00              | 51.44             | 0.00             | 0.00             | 51.44             |
| 1,302.60          | 336.00            | 336.00            | 0.00             | 0.00             | 1,974.60          |
| 0.00              | 0.00              | 0.00              | 12,660.00        | 21,701.63        | 34,361.63         |
| 172.00            | 0.00              | 0.00              | 0.00             | 0.00             | 172.00            |
| 14,761.60         | 0.00              | 0.00              | 0.00             | 0.00             | 14,761.60         |
| 624.00            | 0.00              | 0.00              | 0.00             | 0.00             | 624.00            |
| 3,280.00          | 0.00              | 0.00              | 0.00             | 0.00             | 3,280.00          |
| 3,877.00          | 0.00              | 0.00              | 0.00             | 0.00             | 3,877.00          |
| 188,956.18        | 0.00              | 0.00              | 0.00             | 0.00             | 188,956.18        |
| 0.00              | 0.00              | -1.65             | 0.00             | 0.00             | -1.65             |
| 6,942.08          | 0.00              | 0.00              | 0.00             | 0.00             | 6,942.08          |
| 49,270.43         | 59,914.27         | 0.00              | 0.00             | 0.00             | 109,184.70        |
| 5,684.70          | 0.00              | 0.00              | 0.00             | 0.00             | 5,684.70          |
| 2,404.00          | 0.00              | 0.00              | 0.00             | 0.00             | 2,404.00          |
| 0.00              | 696.25            | 0.00              | 0.00             | 0.00             | 696.25            |
| 5,260.96          | 0.00              | 0.00              | 0.00             | 0.00             | 5,260.96          |
| 0.00              | 30,759.00         | 21,314.93         | 0.00             | 0.00             | 52,073.93         |
| 0.00              | -91,403.72        | 0.00              | 0.00             | 0.00             | -91,403.72        |
| 0.00              | 0.00              | 0.00              | 0.00             | 1,023.76         | 1,023.76          |
| 0.00              | -10.00            | 0.00              | 0.00             | 0.00             | -10.00            |
| 0.00              | 0.00              | -28,722.60        | 24,419.50        | 0.00             | -4,303.10         |
| 2,587.21          | 0.00              | 0.00              | 0.00             | 0.00             | 2,587.21          |
| 0.00              | -11,993.09        | 0.00              | 0.00             | 0.00             | -11,993.09        |
| 0.00              | 0.00              | -807.23           | 0.00             | 0.00             | -807.23           |
| <b>295,722.39</b> | <b>-12,262.41</b> | <b>-29,262.20</b> | <b>37,079.50</b> | <b>22,725.39</b> | <b>313,992.67</b> |

1 of 1

Page 1

EXHIBIT "A"

Schedule 4.10

Backlog; Advance Revenue

1. The Business has a backlog of firm written non-contingent orders for the sale of Products and the provision of services for which revenues have not been recognized by Seller Group as set forth in Attachment 4.10.1.

2. The Seller Group has received no advance payments or progress payments toward products that have not been shipped and invoiced, or services that have not been provided and invoiced, except as set forth in Attachment 4.10.2.

2:12 PM  
02/27/13Attachment  
4.10.1 (RTI)

**Rapid-Torc Inc.**  
**Open Sales Orders by Customer**  
 All Transactions

| Type        | Date       | Num         | Amount    | Open Balance |
|-------------|------------|-------------|-----------|--------------|
| Sales Order | 02/25/2013 | 11559       | 181.86    | 181.86       |
|             |            |             | 181.86    | 181.86       |
| Sales Order | 01/21/2013 | 55265       | 18,863.20 | 18,863.20    |
|             |            |             | 18,863.20 | 18,863.20    |
| Sales Order | 10/25/2012 | 55112       | 2,625.00  | 2,625.00     |
|             |            |             | 2,625.00  | 2,625.00     |
| Sales Order | 02/22/2013 | 55329       | 10,097.75 | 10,097.75    |
|             |            |             | 10,097.75 | 10,097.75    |
| Sales Order | 09/21/2011 | 54160       | 6,361.72  | 1,178.40     |
|             |            |             | 6,361.72  | 1,178.40     |
| Sales Order | 01/29/2013 | 11522       | 1,647.00  | 1,647.00     |
|             |            |             | 1,647.00  | 1,647.00     |
| Sales Order | 07/23/2012 | 201256-VOID | 0.00      |              |
| Sales Order | 02/21/2013 | 55324       | 53,589.90 | 53,589.90    |
|             |            |             | 53,589.90 | 53,589.90    |
| Sales Order | 01/22/2013 | 55266       | 33,237.60 | 33,237.60    |
| Sales Order | 01/22/2013 | 55267       | 33,264.80 | 33,264.80    |
|             |            |             | 66,502.40 | 66,502.40    |

EXHIBIT "A"

Attachment 4.10.1 (RTI)

2:12 PM  
02/27/13

**Rapid-Torc Inc.**  
**Open Sales Orders by Customer**  
**All Transactions**

| Type        | Date       | Num    | Amount           | Open Balance    |
|-------------|------------|--------|------------------|-----------------|
| Sales Order | 01/28/2013 | 55279  | 2,799.00         | 2,799.00        |
|             |            |        | <u>2,799.00</u>  | <u>2,799.00</u> |
| Sales Order | 07/06/2011 | 53925  | 1,433.12         | 375.52          |
| Sales Order | 07/28/2011 | 54002  | 1,386.40         | 1,386.40        |
| Sales Order | 08/30/2011 | 54101  | 1,020.82         | 1,020.82        |
| Sales Order | 09/14/2011 | 54145  | 751.04           | 751.04          |
| Sales Order | 09/23/2011 | 54171  | 1,386.29         | 69.92           |
| Sales Order | 10/20/2011 | 54239  | 8,055.98         | 653.10          |
| Sales Order | 01/06/2012 | 54428  | 1,764.00         | 693.00          |
| Sales Order | 06/19/2012 | 201249 | 0.00             |                 |
| Sales Order | 08/21/2012 | 54983  | 792.20           | 792.20          |
| Sales Order | 09/14/2012 | 55027  | 557.60           | 557.60          |
| Sales Order | 09/20/2012 | 55035  | 1,071.00         | 1,071.00        |
|             |            |        | <u>18,218.45</u> | <u>7,370.60</u> |
| Sales Order | 11/19/2012 | 55163  | 3,576.00         | 3,576.00        |
|             |            |        | <u>3,576.00</u>  | <u>3,576.00</u> |
| Sales Order | 02/22/2013 | 55326  | 698.00           | 698.00          |
|             |            |        | <u>698.00</u>    | <u>698.00</u>   |
| Sales Order | 04/18/2012 | 54722  | 1,397.72         | 164.53          |
| Sales Order | 12/07/2012 | 55206  | 655.20           | 655.20          |
| Sales Order | 12/18/2012 | 55217  | 5,995.50         | 2,445.80        |
|             |            |        | <u>8,048.42</u>  | <u>3,265.53</u> |

EXHIBIT "A"

2:12 PM  
02/27/13

**Rapid-Torc Inc.**  
**Open Sales Orders by Customer**  
 All Transactions

| Type        | Date       | Num   | Amount    | Open Balance |
|-------------|------------|-------|-----------|--------------|
| Sales Order | 12/21/2012 | 55226 | 288.00    | 288.00       |
| Sales Order | 01/23/2013 | 55272 | 462.00    | 462.00       |
|             |            |       | 750.00    | 750.00       |
| Sales Order | 02/22/2013 | 55330 | 2,039.80  | 2,039.80     |
|             |            |       | 2,039.80  | 2,039.80     |
| Sales Order | 02/26/2013 | 11561 | 8,624.00  | 8,624.00     |
|             |            |       | 8,624.00  | 8,624.00     |
| Sales Order | 02/07/2013 | 11527 | 68,619.89 | 67,732.24    |
| Sales Order | 02/22/2013 | 11553 | 17,652.54 | 17,652.54    |
| Sales Order | 02/25/2013 | 11557 | 959.96    | 959.96       |
|             |            |       | 87,232.39 | 86,344.74    |
| Sales Order | 02/04/2013 | 55288 | 350.00    | 118.00       |
| Sales Order | 02/18/2013 | 55310 | 3,547.20  | 1,231.20     |
|             |            |       | 3,897.20  | 1,349.20     |
| Sales Order | 01/22/2013 | 55269 | 16,593.10 | 16,593.10    |
|             |            |       | 16,593.10 | 16,593.10    |
| Sales Order | 05/04/2011 | 53716 | 260.00    | 160.00       |
| Sales Order | 05/31/2011 | 53820 | 1,200.00  | 696.00       |
| Sales Order | 06/29/2011 | 53909 | 160.00    | 160.00       |

EXHIBIT "A"

2:12 PM  
02/27/13

**Rapid-Torc Inc.**  
**Open Sales Orders by Customer**  
**All Transactions**

| Type        | Date       | Num   | Amount    | Open Balance |
|-------------|------------|-------|-----------|--------------|
| Sales Order | 08/12/2011 | 54047 | 952.88    | 952.88       |
| Sales Order | 09/09/2011 | 54135 | 170.95    | 170.95       |
| Sales Order | 10/06/2011 | 54199 | 513.98    | 513.98       |
| Sales Order | 10/27/2011 | 54258 | 9,796.00  | 1,835.00     |
| Sales Order | 10/28/2011 | 54265 | 4,490.00  | 2,474.00     |
| Sales Order | 11/18/2011 | 54309 | 2,931.00  | 1,407.00     |
| Sales Order | 12/09/2011 | 54364 | 1,261.35  | 753.54       |
| Sales Order | 01/26/2012 | 54487 | 2,000.00  | 740.00       |
| Sales Order | 05/21/2012 | 54808 | 2,253.00  | 2,078.00     |
| Sales Order | 05/23/2012 | 54815 | 5,977.00  | 795.00       |
| Sales Order | 07/17/2012 | 54928 | 311.00    | 301.00       |
| Sales Order | 08/09/2012 | 54969 | 2,600.00  | 1,225.00     |
| Sales Order | 08/17/2012 | 54976 | 2,513.00  | 375.00       |
| Sales Order | 09/10/2012 | 55015 | 342.00    | 57.00        |
| Sales Order | 10/01/2012 | 55059 | 393.62    | 393.62       |
| Sales Order | 10/05/2012 | 55067 | 1,225.00  | 1,225.00     |
| Sales Order | 11/08/2012 | 55138 | 2,369.86  | 273.00       |
| Sales Order | 11/13/2012 | 55146 | 271.00    | 271.00       |
| Sales Order | 11/15/2012 | 55154 | 6,620.00  | 1,125.00     |
| Sales Order | 11/21/2012 | 55170 | 790.00    | 561.00       |
| Sales Order | 12/03/2012 | 55188 | 25,292.00 | 15,878.00    |
| Sales Order | 12/03/2012 | 55193 | 1,225.00  | 1,225.00     |
| Sales Order | 12/14/2012 | 55213 | 8,979.00  | 1,375.00     |
| Sales Order | 12/27/2012 | 55233 | 5,835.00  | 375.00       |
| Sales Order | 01/04/2013 | 55241 | 730.00    | 416.00       |
| Sales Order | 01/21/2013 | 55264 | 724.00    | 186.00       |
| Sales Order | 01/24/2013 | 55275 | 2,624.00  | 2,508.00     |
| Sales Order | 01/28/2013 | 55280 | 6,958.00  | 690.00       |
| Sales Order | 02/05/2013 | 55291 | 625.00    | 625.00       |
| Sales Order | 02/21/2013 | 55323 | 888.00    | 888.00       |
| Sales Order | 02/21/2013 | 55322 | 579.00    | 579.00       |
| Sales Order | 02/22/2013 | 55327 | 1,105.00  | 1,105.00     |
| Sales Order | 02/25/2013 | 55334 | 4,694.00  | 4,694.00     |

EXHIBIT "A"

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**Rapid-Torc Inc.**  
**Open Sales Orders by Customer**  
 All Transactions

| Type        | Date       | Num     | Amount     | Open Balance |
|-------------|------------|---------|------------|--------------|
| Sales Order | 02/25/2013 | 55336   | 561.00     | 561.00       |
|             |            |         | 110,220.64 | 49,647.97    |
| Sales Order | 01/29/2013 | 55283   | 1,880.00   | 1,880.00     |
|             |            |         | 1,880.00   | 1,880.00     |
| Sales Order | 08/06/2012 | 54960   | 28,920.80  | 2,239.20     |
| Sales Order | 01/22/2013 | 55270   | 39.00      | 39.00        |
| Sales Order | 02/15/2013 | W201304 | 0.00       |              |
|             |            |         | 28,959.80  | 2,278.20     |
| Sales Order | 02/25/2013 | 55333   | 15,782.50  | 15,782.50    |
|             |            |         | 15,782.50  | 15,782.50    |
| Sales Order | 02/15/2013 | 11542   | 0.00       |              |
|             |            |         | 0.00       | 0.00         |
| Sales Order | 02/22/2013 | 11551   | 2,604.00   | 2,604.00     |
| Sales Order | 02/26/2013 | 11560   | 1,904.00   | 1,904.00     |
|             |            |         | 4,508.00   | 4,508.00     |
| Sales Order | 01/15/2013 | 55258   | 554.00     | 554.00       |
| Sales Order | 02/19/2013 | 55315   | 14,698.00  | 14,698.00    |
| Sales Order | 02/21/2013 | 55321   | 19,395.30  | 19,395.30    |
|             |            |         | 34,647.30  | 34,647.30    |
| Sales Order | 02/20/2012 | 54577   | 19,640.90  | 6,080.00     |

EXHIBIT "A"



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**Rapid-Torc Inc.**  
**Open Sales Orders by Customer**  
 All Transactions

| Type         | Date       | Num       | Amount                   | Open Balance             |
|--------------|------------|-----------|--------------------------|--------------------------|
| Sales Order  | 06/13/2012 | 54845     | 35,292.80                | 2,817.70                 |
| Sales Order  | 11/09/2012 | 55136     | 31,124.07                | 2,396.80                 |
| Sales Order  | 11/27/2012 | 55179     | 4,684.30                 | 969.00                   |
| Sales Order  | 12/12/2012 | 55212     | 77,768.50                | 11,955.50                |
| Sales Order  | 02/06/2013 | 55293     | 140,186.60               | 140,186.60               |
| Sales Order  | 02/08/2013 | 55303     | 2,580.00                 | 2,580.00                 |
| Sales Order  | 02/19/2013 | 55313     | 13,243.30                | 13,243.30                |
| Sales Order  | 02/22/2013 | 55328     | 15,289.60                | 15,289.60                |
|              |            |           | <u>339,810.07</u>        | <u>195,518.50</u>        |
| Sales Order  | 12/02/2011 | 54344     | 1,366.42                 | 584.80                   |
| Sales Order  | 06/22/2012 | 54867     | 17,009.30                | 17,009.30                |
| Sales Order  | 08/03/2012 | 54956     | 17,009.30                | 17,009.30                |
| Sales Order  | 01/28/2013 | W201225-3 | 0.00                     |                          |
|              |            |           | <u>35,385.02</u>         | <u>34,603.40</u>         |
| Sales Order  | 02/07/2013 | 55298     | 351.00                   | 351.00                   |
|              |            |           | <u>351.00</u>            | <u>351.00</u>            |
| Sales Order  | 02/13/2013 | 55307     | 826.00                   | 826.00                   |
|              |            |           | <u>826.00</u>            | <u>826.00</u>            |
| Sales Order  | 02/19/2013 | 55312     | 11,993.09                | 11,993.09                |
|              |            |           | <u>11,993.09</u>         | <u>11,993.09</u>         |
| <b>TOTAL</b> |            |           | <u><u>896,708.61</u></u> | <u><u>637,332.44</u></u> |

EXHIBIT "A"

Attachment 4.10.2

**Rapid-Torc Inc.**  
**Customer Balance**  
 As of February 27, 2013

**Customers with Balance on AR Aging as of February 27, 2013**

|              | <u>TOTAL</u>              |
|--------------|---------------------------|
|              | -18,863.20                |
|              | -551.12                   |
|              | -361.89                   |
|              | -2,799.00                 |
|              | -1.65                     |
|              | -91,403.72                |
|              | -10.00                    |
|              | -4,303.10                 |
|              | -11,993.09                |
|              | -807.23                   |
| <b>TOTAL</b> | <u><u>-131,094.00</u></u> |

**Customer Pre-Payment on the Balance Sheet as of February 27, 2013**

|              |                         |
|--------------|-------------------------|
|              | 707.15                  |
|              | 863.65                  |
|              | 75.78                   |
|              | 3,483.96                |
|              | 271.25                  |
|              | 142.83                  |
|              | 0.02                    |
|              | 9.74                    |
|              | 33.29                   |
|              | 12.06                   |
|              | 6,186.93                |
|              | 345.20                  |
|              | 90.00                   |
|              | 0.80                    |
|              | 230.00                  |
|              | 211.00                  |
|              | 308.00                  |
|              | 314.34                  |
|              | 116.30                  |
|              | 785.00                  |
|              | 349.21                  |
|              | 100.00                  |
|              | 850.70                  |
| <b>TOTAL</b> | <u><u>15,487.31</u></u> |

Schedule 4.11

Intellectual Property

**1. Intellectual Property Assets Owned by RTI.**

a. RTI owns no Marks. The only Marks used or licensed by RTI in the Business are owned by BCLLC and identified in Section 3 of this Schedule 4.11. RTI pays BCLLC a royalty. RTI does not license Marks to third parties or receive royalties.

b. RTI does not own, use or license any Patents, and no royalties have are paid or received by RTI in connection with the Business.

c. There are no Copyrights owned, used or licensed, and no royalties are paid or received by RTI in connection with the Business, except to the extent of any copyrightable interests in Trade Secrets and the computer software described below.

d. RTI does not own any Domain Names. RTI uses and licenses the Domain names www.rapidtorc.com, www.rapidtorc.net, and www.rapidtorcsales.com, and the Domain Names listed on Attachment 4.11.1 from the Belgian Buyer for use in the Business without payment of any royalty.

e. All Trade Secrets owned and used by RTI in connection with the Business are the following: all know-how, trade secrets, confidential information, customer lists, supplier lists, software, technical information, data, process technology, plans, drawings, blueprints, devises, methods, formulas, protocols, and, specifications whether or not patentable, necessary, or useful, in the manufacture of all of the Products manufactured or assembled by, or for, the Business. RTI licenses such Trade Secrets to the Belgian Seller without charge. RTI does not license Trade Secrets from any third party nor does it license any Trade Secrets to any third party other than the Belgian Seller.

f. All computer software owned, used or licensed, and any royalties paid or received by RTI in connection with the Business.

g. All other proprietary rights owned, used or licensed, and any royalties paid or received by RTI in connection with the Business.

h. All former and current Employees have executed written Contracts with RTI that assign to RTI all right to any inventions, improvements, discoveries or information relating to the Business.

i. All Trade Secrets of RTI are located at the Pasadena, Texas Facility, except such Trade Secrets that may be located at vendors and suppliers of the Business.